

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

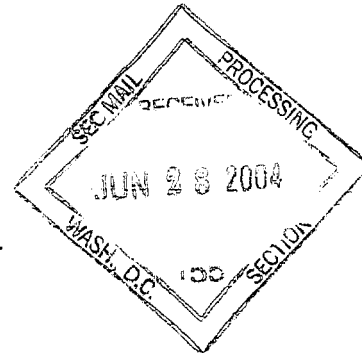
FORM 11-K

ANNUAL REPORT

Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934

For the Fiscal Period Ended  
December 31, 2003

Commission File Number 1-5263  
(The Lubrizol Corporation)



PROCESSED

JUN 29 2004

THOMSON  
FINANCIAL

A. Full title and address of Plan:

The Lubrizol Corporation Employees'  
Profit Sharing and Savings Plan  
29400 Lakeland Boulevard  
Wickliffe, Ohio 44092

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

The Lubrizol Corporation  
29400 Lakeland Boulevard  
Wickliffe, Ohio 44092

REQUIRED INFORMATION

Listed below are all of the exhibits and financial statements filed as part of the annual report:

- a. Exhibit - Consent of Independent Auditors
- b. Financial Statements

Independent Auditors' Report

Statement of Net Assets Available for Benefits as of December 31, 2003.

Statement of Net Assets Available for Benefits as of December 31, 2002.

Statement of Changes in Net Assets Available for Benefits for the Year  
Ended December 31, 2003.

Statement of Changes in Net Assets Available for Benefits for the Year  
Ended December 31, 2002.

Notes to Financial Statements for the Years Ended December 31, 2003,  
and December 31, 2002.

Schedule H, Line 4i – Schedule of Assets (Held at the End of Year) as of  
December 31, 2003

Schedule H, Line 4j – Schedule of Reportable Transactions for the Year  
Ended December 31, 2003

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or  
other persons who administer the plan) have duly caused this annual report to be signed on its  
behalf by the undersigned thereunto duly authorized.

THE LUBRIZOL CORPORATION  
EMPLOYEES' PROFIT SHARING  
AND SAVINGS PLAN

Date: June 25, 2004

By: *Leshia M. Reynolds*  
L. M. Reynolds

Title: Chair, Employee Benefits  
Administrative Committee

## EXHIBIT INDEX

<u>Exhibit Description</u>	<u>Page Number</u>
Consent of Independent Auditors	4

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Lubrizol Corporation:

We consent to the incorporation by reference in Registration Statement No. 33-61091 of The Lubrizol Corporation on Form S-8 of our report dated June 24, 2004, appearing in this Annual Report on Form 11-K of The Lubrizol Corporation Employees' Profit Sharing and Savings Plan for the year ended December 31, 2003.

*Deloitte + Touche LLP*

Cleveland, Ohio  
June 25, 2004

***The Lubrizol Corporation  
Employees' Profit Sharing  
and Savings Plan***

*Financial Statements for the  
Years Ended December 31, 2003 and 2002,  
Supplemental Schedules for the  
Year Ended December 31, 2003 and  
Report of Independent Registered  
Public Accounting Firm*

# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

## TABLE OF CONTENTS

---

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2003 and 2002	2-3
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2003 and 2002	4-5
Notes to Financial Statements for the Years Ended December 31, 2003 and 2002	6-12
SUPPLEMENTAL SCHEDULES:	
Schedule H, line 4i—Schedule of Assets (Held at End of Year) as of December 31, 2003	14-21
Schedule H, line 4j—Schedule of Reportable Transactions for the Year Ended December 31, 2003	22

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Employee Benefits Administrative  
Committee of The Lubrizol Corporation  
Employees' Profit Sharing and Savings Plan:

We have audited the accompanying statements of net assets available for benefits of The Lubrizol Corporation Employees' Profit Sharing and Savings Plan (the "Plan") as of December 31, 2003 and 2002 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2003 and 2002 and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information in the statements of net assets available for benefits and the statements of changes in net assets available for benefits is presented for the purpose of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of the supplemental information. The supplemental schedules and supplemental information are the responsibility of the Plan's management. Such supplemental schedules and supplemental information have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

*Deloitte + Touche LLP*

June 24, 2004

7 of 28

# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

## STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2003

	Supplemental Information				Total
	Non-Participant Directed Investments		Participant Directed Investments		
	Profit Sharing General Fund	Profit Sharing Lubrizol Stock Fund	401(k) Lubrizol Stock Fund	401(k) Other Funds	
ASSETS:					
Investments:					
At fair value:					
Lubrizol common stock	\$ 6,089,462	\$ 11,925,339	\$ 44,684,652	\$ -	\$ 62,699,453
Investment funds	68,941,665			142,334,970	211,276,635
Other common stocks	42,356,549				42,356,549
Short-term investments	1,581,997	145,185	627,020		2,354,202
Participant loans				5,778,771	5,778,771
At contract value—guaranteed investment contracts and related funds					
Total investments	<u>118,969,673</u>	<u>12,070,524</u>	<u>45,311,672</u>	<u>59,937,303</u>	<u>59,937,303</u>
				<u>208,051,044</u>	<u>384,402,913</u>
Cash	101,593				101,593
Contribution receivable	3,669,962		31,246	21,006	3,722,214
Accrued income receivable				21,832	21,832
Investment sales, pending settlement	<u>734,059</u>				<u>734,059</u>
TOTAL ASSETS	123,475,287	12,070,524	45,342,918	208,093,882	388,982,611
LIABILITIES—Investment purchases, pending settlement	<u>282,987</u>				<u>282,987</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ 123,192,300	\$ 12,070,524	\$ 45,342,918	\$ 208,093,882	\$ 388,699,624

See notes to financial statements.

8 of 28



# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

## STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2002

	Supplemental Information			
	Non-Participant Directed Investments		Participant Directed Investments	
	Profit Sharing General Fund	Profit Sharing Lubrizol Stock Fund	401(k) Lubrizol Stock Fund	401(k) Other Funds
ASSETS:				
Investments:				
At fair value:				
Lubrizol common stock	\$ 5,322,037	\$ 12,293,330	\$ 46,760,557	\$ -
Investment funds	66,180,237			93,116,457
Other common stocks	29,707,640			
Short-term investments	1,011,864	199	34,862	25,512
Participant loans				5,184,326
At contract value—guaranteed investment contracts and related funds				
Total investments	<u>102,221,778</u>	<u>12,293,529</u>	<u>46,795,419</u>	<u>46,318,590</u>
				<u>305,955,611</u>
Contribution receivable	4,321,763			4,321,763
Accrued income receivable	1,755,850	30	311	199,753
Interfund receivables (payables)	(4,661)		(144,980)	149,641
Investment sales, pending settlement	<u>113,947</u>		<u>216,309</u>	<u>61,033</u>
				<u>391,289</u>
TOTAL ASSETS	108,408,677	12,293,559	46,867,059	145,055,312
				<u>312,624,607</u>
LIABILITIES—Investment purchases, pending settlement	<u>1,787,029</u>		<u>1,010</u>	<u>410,397</u>
				<u>2,198,436</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 106,621,648</u>	<u>\$ 12,293,559</u>	<u>\$ 46,866,049</u>	<u>\$ 144,644,915</u>
				<u>\$ 310,426,171</u>

See notes to financial statements.

# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2003

	Supplemental Information				
	Non-Participant Directed Investments			Participant Directed Investments	
	Profit Sharing General Fund	Profit Sharing Lubrizol Stock Fund	401(k) Lubrizol Stock Fund	401(k) Other Funds	Total
<b>ADDITIONS:</b>					
Investment income:					
Dividend income—Lubrizol common stock	\$ 187,098	\$ 402,990	\$ 1,623,554	\$ -	\$ 2,213,642
Interest and other dividend income	2,880,752	6	350	1,432,627	4,313,735
Net appreciation in fair value of investments	22,636,298	809,840	2,974,593	33,155,496	59,576,227
Total investment income	<u>25,704,148</u>	<u>1,212,836</u>	<u>4,598,497</u>	<u>34,588,123</u>	<u>66,103,604</u>
Contributions:					
Participants					
Employer	3,726,714		1,673,954	13,097,329	14,771,283
Total additions	<u>29,430,862</u>	<u>1,212,836</u>	<u>8,533,521</u>	<u>48,350,042</u>	<u>87,527,261</u>
<b>DEDUCTIONS—Distributions to participants</b>	<u>5,029,854</u>	<u>504,355</u>	<u>1,565,834</u>	<u>6,428,555</u>	<u>13,528,598</u>
<b>NET INCREASE PRIOR TO INTERFUND TRANSFERS AND TRANSFER IN FROM MERGED PLAN</b>	24,401,008	708,481	6,967,687	41,921,487	73,998,663
<b>INTERFUND TRANSFERS</b>	(7,830,356)	(931,516)	(8,490,818)	17,252,690	
<b>TRANSFERS IN FROM MERGED PLANS</b>				4,274,790	4,274,790
<b>INCREASE (DECREASE) IN NET ASSETS FOR THE YEAR</b>	<u>16,570,652</u>	<u>(223,035)</u>	<u>(1,523,131)</u>	<u>63,448,967</u>	<u>78,273,453</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS—December 31, 2002</b>	<u>106,621,648</u>	<u>12,293,559</u>	<u>46,866,049</u>	<u>144,644,915</u>	<u>310,426,171</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS—December 31, 2003</b>	<u>\$123,192,300</u>	<u>\$12,070,524</u>	<u>\$45,342,918</u>	<u>\$208,093,882</u>	<u>\$388,699,624</u>

See notes to financial statements.

# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2002

	Supplemental Information				Participant Directed Investments 401(k) Other Funds	Total
	Non-Participant Directed Investments		401(k)			
	Profit Sharing General Fund	Lubrizol Stock Fund	Profit Sharing Lubrizol Stock Fund	Lubrizol Stock Fund		
ADDITIONS:						
Investment income (loss):						
Dividend income—Lubrizol common stock	\$ 208,953	\$ 430,174	\$ 1,625,791	\$ -	\$ 2,264,918	
Interest and other dividend income	2,741,731	603	6,884	2,914,293	5,663,511	
Net depreciation in fair value of investments	(14,351,247)	(1,927,752)	(7,143,961)	(24,777,282)	(48,200,242)	
Total investment loss	(11,400,563)	(1,496,975)	(5,511,286)	(21,862,989)	(40,271,813)	
Contributions:						
Participants						
Employer	4,321,763		1,648,699	11,720,730	13,369,429	
Total additions	(7,078,800)	(1,496,975)	(1,340,163)	(9,956,996)	(19,872,934)	
	4,765,904	682,831	1,669,126	8,161,595	15,279,456	
DEDUCTIONS—Distributions to participants						
NET DECREASE PRIOR TO INTERFUND TRANSFERS AND TRANSFER IN FROM MERGED PLAN	(11,844,704)	(2,179,806)	(3,009,289)	(18,118,591)	(35,152,390)	
INTERFUND TRANSFERS	(12,702,531)	(913,651)	(7,238,503)	20,854,685		
TRANSFER IN FROM MERGED PLAN				160,554	160,554	
INCREASE (DECREASE) IN NET ASSETS FOR THE YEAR	(24,547,235)	(3,093,457)	(10,247,792)	2,896,648	(34,991,836)	
NET ASSETS AVAILABLE FOR BENEFITS— December 31, 2001	131,168,883	15,387,016	57,113,841	141,748,267	345,418,007	
NET ASSETS AVAILABLE FOR BENEFITS— December 31, 2002	\$ 106,621,648	\$ 12,293,559	\$ 46,866,049	\$ 144,644,915	\$ 310,426,171	

See notes to financial statements.

# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2003 AND 2002

---

### 1. DESCRIPTION OF THE PLAN

The following brief description of The Lubrizol Corporation Employees' Profit Sharing and Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

**General**—The Lubrizol Corporation (the "Company" or "Plan Sponsor") established the Plan for the purpose of encouraging employee long-term, tax-deferred savings for retirement and employee ownership of common shares of the Company. The Plan also allows employees to share in the profits of the Company. The Plan is subject to the reporting and disclosure requirements, vesting standards and the fiduciary responsibility requirements of the Employee Retirement Income Security Act of 1974.

On February 3, 2003, the net assets of \$1,812,278 of The Dock Resins Corporation 401(k) Profit Sharing Plan and net assets of \$2,462,512 of The Chemron Corporation Employee Savings Plan, plans of recently acquired wholly-owned subsidiaries of the Company, were transferred into the Plan and were allocated to the Plan's investment funds based upon employee elections or comparable investment funds available within the merged plans. On July 2, 2002, the net assets of \$160,554 of the Kabo Employee Retirement Plan, a plan of a wholly-owned subsidiary, were transferred into the Plan and were allocated to the Plan's investment funds based upon employee elections or comparable investment funds available within the merged plans.

**Administration**—The Plan is administered by the Employee Benefits Administrative Committee (the "Committee"), which is appointed by the Board of Directors of the Company. The Committee's powers and duties relate to the issuance of interpretive rules and regulations in accordance with the Plan document, including determination of the method and time of benefit distributions and authorization of disbursements from the Plan.

The assets of the various funds are maintained and administered by a bank acting as Trustee. The Plan agreement provides that the Trustee of the Plan shall hold, invest, reinvest, manage, and administer all assets of the Plan as a trust fund for the exclusive benefit of participants and their beneficiaries. Effective February 1, 2003, the Plan's trustee changed from Key Bank to State Street Bank and Trust Company and the Plan's recordkeeper changed from Key Bank to CitiStreet.

The Board of Directors of the Company appoints the Retirement and Savings Plans Investment Committee of the Plan, whose duties relate to investment oversight of the General Fund and include a review of the general investment policy and procedures of the Trustee and performance of various investment managers.

**Participation and Contributions**—All regular employees of the Company and participating subsidiaries are eligible for participation on the first day of covered employment.

Eligible employees may elect a base salary deduction ranging from 1% to 18% (16% for highly compensated employees), subject to the limitations of the Internal Revenue Code, and to have such amount contributed to the Plan as a before-tax contribution ("CODA Contribution"). The Company contributes a matching contribution to the Plan in an amount equal to 50% of an employee's CODA Contributions up to 4% of the employee's base salary.

Eligible employees may also make contributions ranging from 1% to 18% (16% for highly compensated employees) of their base salary on an after-tax basis ("Supplemental Contribution"), provided that the total of an employee's CODA and Supplemental Contributions do not exceed 18% (16% for highly compensated employees). CODA and matching contributions are excluded from the participants' taxable income until such amounts are received by them as a distribution from the Plan. Supplemental Contributions are made on an after-tax basis and are therefore included in the participants' taxable income in the period of contribution. For purposes of allocating Plan contributions, compensation is limited to a maximum of \$200,000 for 2003 and 2002.

Effective October 1, 2002, the Plan was amended to allow eligible employees to make catch-up contributions. Any employee who turns at least age 50 during 2003 was eligible to elect to make an additional before-tax contribution of up to \$2,000 in 2003 if they met one of the following conditions:

- a. Elected to make before-tax contributions of 18% of eligible compensation or 16% for highly compensated employees, or
- b. Contributed at least \$12,000 for the Plan year.

The Company also contributes a portion of its adjusted consolidated net income, as defined in the Plan document, to the Plan ("Profit Sharing Contributions"). Profit Sharing Contributions are determined by the Board of Directors of the Company and are allocated to each participant's profit sharing account based upon year end compensation of the employee, as defined in the Plan document. For purposes of allocated Profit Sharing Contributions, compensation is limited to the annual maximum set by the Internal Revenue Service. In addition, income from investments, gains or losses on sales of investments, and appreciation or depreciation in the market value of investments are allocated daily to participants' accounts.

In addition to the above contributions, the Plan provides for rollover contributions (described in Sections 402, 403 and 408 of the Internal Revenue Code) and transferred contributions (assets transferred from certain other tax-qualified plans) by or on behalf of an employee in accordance with procedures established by the Company.

**Participant Accounts**—Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investment of Contributions**—Participants elect investment of their CODA Contributions and Supplemental Contributions in one or more of the Plan's eleven investment funds (excludes the General Fund, the Profit Sharing Lubrizol Stock Fund and the Participant Loan Fund) in 1% increments. Effective July 1, 2002, all participants, regardless of age or vested ownership percentage, are now able to direct the investment of the Company matching contributions made to their account into any of the 401(k) investment funds. Employees are able to reallocate existing match balances and/or change the investment direction of future Company matching contributions. If an employee does not make an investment election regarding Company matching contributions, they will be invested in the 401(k) Lubrizol Stock Fund. Prior to July 1, 2002, all matching contributions were automatically invested in the Lubrizol Stock Fund with the exception that a participant who was at least 55 years old may have elected to invest this contribution in 1% increments in the other available investment funds. A participant may elect to change his or her investment elections as to future contributions and may also elect to reallocate a portion or all of past CODA and Supplemental Contributions among the available investment funds in increments of 1% of the total amount to be reallocated once daily. All Profit Sharing Contributions are automatically invested in the General Fund. A participant may elect once daily to reallocate a portion or all of their account attributable to Profit Sharing Contributions from the General Fund to one or more of the other available investment funds.

***Vesting and Distributions***—Each participant is immediately and fully vested in all CODA and Supplemental Contributions and earnings thereon. Participants vest in matching contributions and their beneficial interest in Profit Sharing Contributions at a rate of 20% for each full year of eligible service and become completely vested after five years, at retirement or after age 55, upon death, or upon termination of employment due to permanent and total disability.

Effective in 2002, employees who invest in the 401(k) Lubrizol Stock Fund or the Profit Sharing Lubrizol Stock Fund may elect to have the dividends reinvested in Lubrizol common stock or paid in cash. Participants must make the election to receive cash prior to the ex-dividend date for the calendar quarter in which the dividend will be paid.

Participants may request voluntary withdrawals of their Supplemental Contributions only once every six months, excluding hardship withdrawals. Participants may also apply for hardship withdrawals from their CODA Contributions, subject to adherence to Internal Revenue Service regulations as determined by CitiStreet, the Plan's record keeper, or request of an in-service distribution upon attainment of age 59-1/2. Participants taking a hardship withdrawal must elect the dividend payment option. When a participant's employment terminates, his or her vested account balances will be distributed in a single lump sum.

***Participant Loans***—The Plan provides for a participant loan option. The Plan allows participants to borrow up to the lesser of 50% of the value of their CODA, rollover and vested matching contribution accounts or 100% of the value of their CODA and rollover accounts, not to exceed \$50,000. Each participant is restricted to three outstanding loans at a time, and the minimum loan is \$1,000.

Participant loans accrue interest at a rate fixed at the time of the borrowings. Loan repayments are made through payroll deductions and are credited to the participant's account. The repayment period may not be more than five years, except for loans issued to purchase a principal residence, which may be repaid within 15 years.

***Forfeited Accounts***—Forfeited nonvested accounts are used to reduce future Company contributions. In 2003 and 2002, Company contributions were reduced by approximately \$65,000 and \$60,000, respectively, from forfeited nonvested accounts.

## **2. DESCRIPTION OF THE INVESTMENT FUNDS**

The Plan provides for the establishment of the General Fund, the Profit Sharing Lubrizol Stock Fund, a Participant Loan Fund, and at least three other investment alternatives. The 401(k) portion of the Plan currently offers eleven investment alternatives to participants. The Plan maintains separate 401(k) and profit sharing accounts for each participant and invests contributions and earnings, as required by the Plan or as directed by each participant, in one or more of the following funds:

### ***Profit Sharing Funds:***

*The General Fund* holds all profit sharing contributions made by the Company, except for those pre-1983 contributions, which individuals have chosen to leave in Lubrizol common stock in the Profit Sharing Lubrizol Stock Fund. Cash dividends on shares in the Profit Sharing Lubrizol Stock Fund are transferred to the individual's General Fund account balance. The General Fund invests in a variety of domestic and international equities, real estate, fixed income instruments, and Lubrizol common stock.

*The Profit Sharing Lubrizol Stock Fund* assets are invested in common shares of the Company. No contributions are made to this fund. All cash dividends are used to repurchase additional shares of Lubrizol stock. Distributions from this fund are in common shares and cash in lieu of fractional shares or, at the participant's election, entirely in cash. Participants in the Profit Sharing Lubrizol Stock Fund have a one way option to transfer all or any part of their beneficial interest to the General Fund at any time.

#### **401(k) Funds:**

*The Stable Value Fund* invests in a portfolio of high quality fixed income instruments which may include government and corporate bonds, investment contracts issued by banks, insurance and other financial companies, and other fixed income obligations intended to provide a stable rate of return while seeking to preserve principal value.

*The Core Bond Fund* invests in an actively managed collective trust fund, the One Group Bond Fund A, which invests in fixed income instruments including U.S. Government and agency securities, investment grade corporate bonds and mortgage- and asset-backed securities.

*The Balanced Fund* invests in an actively managed collective trust fund, the American Funds American Balanced Fund, which invests in a broadly diversified portfolio of securities from the domestic equity and fixed income markets.

*The Large Cap Value Fund* invests in an actively managed collective trust fund, the MFS Value Fund, which invests in equity securities believed to be undervalued.

*The Equity Index Fund* invests in an index fund, the SSgA S&P 500 Index Fund, maintained by the Trustee as part of a collective trust fund which invests in the common stocks included in the Standard & Poor's 500 Index, futures contracts and other derivative securities designed to replicate the performance of the common stocks included in the Standard & Poor's Composite Stock Price Index.

*The Mid Cap Value Fund* invests in an actively managed collective trust fund, the JP Morgan Mid Cap Value Fund A (effective 1/1/2004), which invests in equity securities of medium-sized U.S. companies with market capitalizations between \$1 billion and \$20 billion and are believed to be undervalued.

*The Equity Growth Fund* invests in an actively managed collective trust fund, the Legg Mason Value Trust Fund, which invests in a concentrated portfolio of common and preferred stocks and securities convertible into common stocks.

*The International Equity Fund* invests in an actively managed collective trust fund, the American Funds EuroPacific Growth Fund A, which invests in a diversified portfolio of common stocks and other securities of companies based outside the United States, primarily in large industrial nations.

*The Small-Mid Cap Growth Fund* invests in an actively managed collective trust fund, the Franklin Small-Mid Cap Growth Fund A, which invests primarily in a diversified portfolio of common stocks of small size domestic companies with market capitalizations of less than \$1.5 billion.

*The Small Cap Growth Fund (effective 1/1/2004)* invests in an actively managed collective trust fund, the Harris Small-Cap Opportunity Fund, which normally invests 80% of its assets in the securities of smaller capitalization companies.

*The Lubrizol Stock Fund* consists of common shares of the Company and temporary investments in the Trustee's State Street Short Term Fund.

*The Participant Loan Fund* consists of investments in loans to Plan participants in accordance with the Plan provisions.

Participant distributions from the Stable Value Fund, Core Bond Fund, Balanced Fund, Large Cap Value Fund, Equity Index Fund, Mid Cap Value Fund, Equity Growth Fund, International Equity Fund, Small-Mid Cap Growth Fund, and Small Cap Growth Fund are paid in cash; amounts distributed from the 401(k) Lubrizol Stock Fund and the Profit Sharing Lubrizol Stock Fund are paid in the form of common shares of the Company or their cash equivalent at the election of the participant or their beneficiary. Distributions from the General Fund are paid in cash or, at the participant's election, partially in cash and common shares of the Company, as provided in the Plan.

The value of all funds and the interests of participants under each fund are calculated on a daily basis (based on the best information available, which may include estimated values).

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of Accounting***—Each fund of the Plan is accounted for separately. The accounts of these funds are maintained, and the accompanying financial statements have been prepared, on the accrual basis of accounting.

***Use of Estimates***—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

***Valuation of Investments***—Investments are accounted for at cost on the trade-date and are reported in the Statement of Net Assets Available for Benefits at market value except for guaranteed investment contracts, which are reported at contract value. Investments stated at market value are valued using quoted market prices or at values determined by the Trustee based on the market values of the underlying investments. Guaranteed investment contracts are stated at values equivalent to cost plus reinvested interest. Employee loans are stated at cost, which approximates fair market value.

***Tax Exempt Status***—The Plan obtained its latest determination letter dated April 9, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of Section 401 of the Internal Revenue Code. The Plan has been amended since receiving this determination letter. However, the Company believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

***Expenses***—Expenses in connection with administration of the Plan have been paid by the Company.



#### 4. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets available for benefits.

	December 31	
	2003	2002
The Lubrizol Corporation, common stock, 1,928,120 and 2,110,686 shares, respectively	\$ 62,699,453 *	\$64,375,924 *
Investment funds:		
Key Trust Company of Ohio, N.A., EB Equity Index Fund, 582,810 units		35,570,658
DFA Investment Trust Company, DFA US 6/10 Value PTF, 1,052,356 shares		16,174,709
Evergreen International Growth, 2,858,186 shares		16,891,881
Pimco Funds, Pimco Total Return Mutual Fund 1,803,248 and 1,509,079 shares respectively	19,304,414	16,101,871
State Street Bank & Trust Company, SSgA S&P 500 Index Fund, 3,766,966 units	49,460,259	
American Funds Group, American Balanced Fund, 1,301,960 units	22,510,887	
LM Advisors, Legg Mason Value Trust Fund, 338,219 units	21,081,203	
Guaranteed investment contracts and related funds—Metropolitan Life Insurance Co., Intermediate Duration Fund	59,937,303	46,318,590

\* Non-participant directed

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	Years Ended December 31	
	2003	2002
Lubrizol common stock	\$ 4,216,775	\$(10,189,855)
Investment funds	29,394,859	(34,516,105)
U.S. Government securities and corporate bonds		3,289
Other common stocks	25,964,593	(3,215,012)
Other investments		(282,559)
Total	<u>\$ 59,576,227</u>	<u>\$(48,200,242)</u>

**5. INVESTMENT CONTRACTS WITH INSURANCE COMPANIES**

The Plan has entered into an investment contract issued by an insurance company including a synthetic investment contract. The synthetic contract includes assets placed in a third-party fund and a related wrapper contract that provides that Plan transactions must be executed at contract value. The contracts are included in the Plan's Fixed Income Fund at contract value as reported by the Trustee. Fair value of the investment contract is \$57,282,687 and \$47,835,941 as of December 31, 2003 and 2002, respectively. The fund is credited with earnings and charged for Plan withdrawals and administrative expenses charged by the insurance company. Contract value represents contributions made under the contract, plus stated earnings, less plan withdrawals and administrative expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is reset quarterly. The contract's crediting interest rate was 4.05% and 4.65% at December 31, 2003 and 2002, respectively. The fund's return on the investment contract during 2003 and 2002 was 3.99% and 5.0%, respectively. The contract has no specified maturity date. The wrapper contract is entered into by the Plan to manage market risk.

**6. TRANSACTIONS IN PLAN SPONSOR SECURITIES**

The General Fund, the Profit Sharing Lubrizol Stock Fund and the 401(k) Lubrizol Stock Fund invest in shares of common stock of the Company. During the years ended December 31, 2003 and 2002, 827,071 and 581,613 shares, respectively, of Lubrizol common stock at a cost of \$26,092,212 and \$18,564,670 respectively, were purchased by the Plan. All purchased shares were acquired at the then current market value on the open market.

In addition, during the years ended December 31, 2003 and 2002, the Plan sold or distributed to participants 1,009,637 and 797,535 shares, respectively, of Lubrizol common stock and received proceeds of \$30,380,977 and \$27,749,831, respectively.

**7. PLAN TERMINATION**

The Plan was adopted with the expectation that it will continue indefinitely. The Board of Directors of the Company may, however, terminate the Plan at any time and may amend the Plan from time to time. In addition, the Board of Directors of any subsidiary may withdraw such subsidiary from the Plan at any time. In the event of termination of the Plan, all participants will immediately become fully vested in the value of all employer contributions made on their behalf.

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULES**

# **THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN**

SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN 34-0367600—PLAN NO. 003

DECEMBER 31, 2003

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
<b>General Fund</b>				
Company Common Stock Fund:				
*	The Lubrizol Corporation	Common Stock - 187,344 Shares	\$ 5,504,452	\$ 6,089,462
<b>Investment Funds:</b>				
	DFA Investment Trust Company	DFA US 6/10 Value PTF - 615,512 Shares	11,540,704	14,094,270
	Morgan Guaranty Trust	Mgt-JPM Strategic Property - 5,623 Shares	4,927,886	5,450,427
	Banc One	One Group Bond Fund	12,811,650	12,846,544
	Evergreen	Evergreen International Growth - 2,255,543 Shares	14,796,039	17,246,010
	State Street Bank & Trust Company	Pimco Total Return Mutual Fund - 1,803,248 Shares	19,068,100	19,304,414
	Total Investment Funds		<u>63,144,379</u>	<u>68,941,665</u>
<b>Common Stock:</b>				
	3M Co.	Common Stock - 300 Shares	23,462	25,509
	Abbott Laboratories	Common Stock - 3,500 Shares	153,647	163,100
	ADC Telecommunications Inc.	Common Stock - 80,220 Shares	164,244	238,253
	Adolor Corp	Common Stock - 2,500 Shares	32,988	50,050
	Advanced Neuromodulation Systems	Common Stock - 1,400 Shares	44,833	64,372
	Affiliated Managers Group Inc	Common Stock - 600 Shares	42,095	41,754
	Air Products & Chemicals	Common Stock - 1,200 Shares	54,906	63,672
	Alcoa Inc.	Common Stock - 4,800 Shares	152,737	182,400
	Altria Group Inc.	Common Stock - 9,300 Shares	312,693	512,430
	AMBAC Finl Group Inc	Common Stock - 1,450 Shares	76,439	100,616
	Ameren Corp	Common Stock - 4,700 Shares	210,747	219,185
	American Electric Power Inc	Common Stock - 14,300 Shares	558,521	436,293
	American International	Common Stock - 2,800 Shares	170,382	185,584
	Anheuser Busch	Common Stock - 900 Shares	44,123	47,412
	Ann Taylor Stores Corp	Common Stock - 1,800 Shares	67,170	70,200
	AON Corp	Common Stock - 12,150 Shares	250,006	290,871
	Applied Micro Circuits Corp	Common Stock - 13,550 Shares	66,358	81,029
	Arch Coal Inc.	Common Stock - 3,400 Shares	77,024	105,978
	Arrow Electrs Inc	Common Stock - 3,500 Shares	95,213	80,990
	Ashland Inc	Common Stock - 3,700 Shares	158,480	163,022
	Automatic Data Processing	Common Stock - 3,600 Shares	132,963	143,086
	Avnet Inc	Common Stock - 6,400 Shares	163,758	138,624
	AVX Corp	Common Stock - 7,030 Shares	61,700	116,839
	Bank of America Corp	Common Stock - 7,000 Shares	391,683	563,010
	Bearingpoint Inc	Common Stock - 10,000 Shares	98,901	100,900
	Becton Dickinson & Co	Common Stock - 4,195 Shares	137,467	173,226
	Big Lots Inc	Common Stock - 25,600 Shares	340,453	363,776
	BMC Software Inc	Common Stock - 5,500 Shares	95,492	102,575
	Boeing Corp	Common Stock - 4,800 Shares	186,590	202,272
	BP Amoco PLC ADR	Common Stock - 3,800 Shares	158,950	187,530
	Bristol - Myers Squibb	Common Stock - 6,000 Shares	151,691	173,168
	Brookstone Inc.	Common Stock - 3,350 Shares	63,450	71,389
	Burlington Northern Santa Fe	Common Stock - 5,300 Shares	129,670	172,250
	Burlington Resources Inc	Common Stock - 5,730 Shares	290,333	317,947
	Carlisle Cos Inc	Common Stock - 5,515 Shares	205,686	335,643
	Catalina Marketing Corp	Common Stock - 12,346 Shares	187,373	248,895
	Cathay General Bancorp	Common Stock - 1,300 Shares	67,346	72,384

# THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN

SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
EIN 34-0367600—PLAN NO. 003  
DECEMBER 31, 2003

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Common Stock (Continued):		179,019	287,524
	CBRL Group Inc	Common Stock - 7,515 Shares	27,497	76,534
	Celgene Corp	Common Stock - 1,700 Shares	65,431	68,515
	Central Freight Lines Inc.	Common Stock - 3,860 Shares	224,340	259,170
	Chevron Texaco Corp	Common Stock - 3,000 Shares	354,133	410,760
	Chubb Corp	Common Stock - 6,000 Shares	27,671	27,351
	Circuit City Stores	Common Stock - 2,700 Shares	423,389	436,860
	Citigroup	Common Stock - 9,000 Shares	36,960	49,696
	City Natl Corp	Common Stock - 800 Shares	167,208	172,388
	Clorox Co.	Common Stock - 3,550 Shares	64,224	71,050
	Coca Cola	Common Stock - 1,400 Shares	98,896	98,610
	Comcast Corp. Class A	Common Stock - 3,000 Shares	307,871	315,928
	Comcast Corp. Special Class A	Common Stock - 10,100 Shares	51,416	67,779
	Community Health Systems	Common Stock - 2,550 Shares	235,404	300,985
	Computer Sciences Corp	Common Stock - 6,805 Shares	224,509	242,788
	Conagra Foods Inc.	Common Stock - 9,200 Shares	42,159	43,700
	Concurrent Computer Corp	Common Stock - 10,000 Shares	43,757	66,284
	Connetics Corp	Common Stock - 3,650 Shares	400,305	603,244
	Conocophillips	Common Stock - 9,200 Shares	209,630	223,652
	Consolidated Edison Inc.	Common Stock - 5,200 Shares	165,120	283,824
	Constellation Energy Group	Common Stock - 7,200 Shares	72,740	94,323
	Cooper Cos Inc	Common Stock - 2,000 Shares	124,825	169,012
	Cooper Industries LTD.	Common Stock - 2,900 Shares	66,021	135,013
	Countrywide Credit Corp	Common Stock - 1,780 Shares	75,352	85,760
	Covance Inc	Common Stock - 3,200 Shares	49,058	77,388
	Coventry Health Care Inc	Common Stock - 1,200 Shares	201,739	82,446
	Crown Holdings Inc.	Common Stock - 9,100 Shares	110,401	93,444
	CSX Corp	Common Stock - 2,600 Shares	36,942	44,627
	Cullen Frost Bankers Inc	Common Stock - 1,100 Shares	32,000	45,030
	CUNO Inc.	Common Stock - 1,000 Shares	73,249	104,664
	Cyress Semiconductor Corp	Common Stock - 4,900 Shares	55,091	50,940
	Dell Inc.	Common Stock - 1500 Shares	51,071	60,960
	Delta & Pine Land Co.	Common Stock - 2,400 Shares	86,702	87,955
	Devry Inc.	Common Stock - 3,500 Shares	33,213	43,794
	Dick's Sporting Goods Inc.	Common Stock - 900 Shares	38,123	48,120
	Digene Corp	Common Stock - 1,200 Shares	51,727	60,737
	Digital Theater Systems Inc.	Common Stock - 2,460 Shares	57,124	94,801
	Dionex Corp	Common Stock - 2,060 Shares	51,772	70,283
	Discovery Laboratories Inc.	Common Stock - 6,700 Shares	164,374	169,488
	Disney Walt Co.	Common Stock - 7,200 Shares	41,319	67,911
	Dollar Gen Corp	Common Stock - 3,230 Shares	81,051	124,020
	Dover Corp	Common Stock - 3,120 Shares	25,111	28,630
	Duke Energy	Common Stock - 1,400 Shares	51,218	53,235
	El Paso Corp.	Common Stock - 6,500 Shares	84,066	97,125
	Emerson Electirc	Common Stock - 1,500 Shares	125,776	156,890
	Emmis Communications Inc	Common Stock - 5,800 Shares	110,561	186,068
	Entegris Inc	Common Stock - 14,480 Shares	285,022	297,076
	Entergy Corp	Common Stock - 5,200 Shares	66,652	66,600
	Entravision Communications	Common Stock - 6,000 Shares	42,421	45,926
	Equity Inns Inc.	Common Stock - 5,000 Shares	70,616	71,196
	Ethan Allen Interiors Inc	Common Stock - 1,700 Shares		

(Continued)

**THE LUBRIZOL CORPORATION EMPLOYEES'  
PROFIT SHARING AND SAVINGS PLAN**

SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
EIN 34-0367600—PLAN NO. 003  
DECEMBER 31, 2003

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Common Stock (Continued):			
	Fairchild Semicon International	Common Stock - 5,800 Shares	105,319	144,826
	Federal National Mgt. Assoc.	Common Stock - 3,700 Shares	256,186	277,722
	Federal Signal Corp	Common Stock - 12,970 Shares	219,483	228,571
	FileNet Corp.	Common Stock - 2,900 Shares	64,148	78,532
	First Community Bancorp	Common Stock - 1,300 Shares	37,084	46,982
	First Data Corp.	Common Stock - 2,500 Shares	93,739	102,775
	First Midwest Bancorp Inc.	Common Stock - 1,500 Shares	39,167	48,967
	Fisher Scientific Intl.	Common Stock - 3,100 Shares	99,562	128,247
	FleetBoston Financial Corp	Common Stock - 5,200 Shares	199,991	229,220
	Flextronics Intl.	Common Stock - 12,400 Shares	139,030	184,016
	FMC Technologies Inc.	Common Stock - 5,100 Shares	105,129	118,830
	Forrester Research Inc.	Common Stock - 3,900 Shares	63,835	69,693
	Fossil Inc.	Common Stock - 2,500 Shares	67,859	70,025
	Foundry Networks Inc	Common Stock - 4,500 Shares	67,736	123,120
	Franklin Bank Corp.	Common Stock - 500 Shares	7,250	9,500
	Freddie Mac	Common Stock - 4,100 Shares	224,450	239,762
	Frontier Oil Corp.	Common Stock - 3,800 Shares	64,223	65,631
	General Electric Co.	Common Stock - 21,400 Shares	637,937	667,252
	Glamis Gold Ltd.	Common Stock - 2,900 Shares	40,118	49,648
	Glaxo PLC Sponsored ADR	Common Stock - 9,800 Shares	365,464	459,818
	Golden West Finl Corp	Common Stock - 3,300 Shares	206,442	340,527
	Haemonetics Corp	Common Stock - 14,260 Shares	280,216	340,671
	Hain Celestial Group Inc.	Common Stock - 2,900 Shares	61,465	67,309
	Halliburton	Common Stock - 3,600 Shares	84,286	93,600
	Harte-Hanks Inc	Common Stock - 7,450 Shares	136,708	162,038
	Hasbro Inc	Common Stock - 10,150 Shares	116,371	215,992
	Heidrick & Struggles Intl.	Common Stock - 3,600 Shares	58,341	78,480
	Helix Technology Corp.	Common Stock - 4,200 Shares	71,087	86,436
	Hewlett Packard Co	Common Stock - 35,300 Shares	638,983	813,665
	Home Depot Inc.	Common Stock - 4,700 Shares	169,197	166,803
	Honeywell International Inc.	Common Stock - 4,100 Shares	126,051	137,063
	Hubbell Inc	Common Stock - 6,845 Shares	204,709	304,124
	Hunt (JB) Transport Svcs. Inc.	Common Stock - 2,100 Shares	33,523	56,721
	Hutchinson Technology Inc.	Common Stock - 1,900 Shares	62,663	58,406
	IBM	Common Stock - 2,300 Shares	207,411	213,164
	Ilx Oncology Inc.	Common Stock - 2,000 Shares	42,087	42,500
	IMS Health Inc	Common Stock - 7,790 Shares	115,416	193,659
	Ingram Micro Inc	Common Stock - 23,200 Shares	286,756	368,880
	Innkeepers USA Trust	Common Stock - 6,900 Shares	54,820	57,969
	Intel	Common Stock - 6,100 Shares	200,388	196,420
	International Paper Co.	Common Stock - 2,300 Shares	90,352	99,153
	Internet Security Systems Inc	Common Stock - 2,500 Shares	41,249	47,075
	Investors Financial Svcs. Corp.	Common Stock - 1,250 Shares	29,413	48,013
	Iron Mountain Inc	Common Stock - 1,200 Shares	29,604	47,448
	Jarden Corp.	Common Stock - 1,550 Shares	38,589	42,377
	Johnson & Johnson	Common Stock - 8,300 Shares	416,144	428,778
	K V Pharmaceutical Co	Common Stock - 2,000 Shares	30,350	51,000
	Kemet Corp.	Common Stock - 6,000 Shares	80,414	82,140
	Keyspan Corp.	Common Stock - 6,000 Shares	209,856	220,800
	Kimberly Clark Corp.	Common Stock - 1,500 Shares	79,228	89,247
	Knight Trading Group Inc.	Common Stock - 7,200 Shares	34,067	105,408
	Kroger Co.	Common Stock - 3,800 Shares	66,583	70,338

# **THE LUBRIZOL CORPORATION EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN**

**SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**EIN 34-0367600—PLAN NO. 003**

**DECEMBER 31, 2003**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Common Stock (Continued):			
	Lam Research Corp.	Common Stock - 5,850 Shares	107,373	188,955
	Lawson Software Inc.	Common Stock - 7,800 Shares	59,546	64,194
	Lear Corp	Common Stock - 1,000 Shares	36,869	61,530
	Lehman Bros Hldgs Inc	Common Stock - 4,000 Shares	195,536	308,880
	Linens N Things Inc	Common Stock - 4,000 Shares	100,706	120,320
	Lions Gate Entertainment Corp.	Common Stock - 24,500 Shares	70,049	109,760
	Loews Corp.	Common Stock - 3,850 Shares	167,021	190,383
	Lowe's Companies	Common Stock - 2,900 Shares	167,797	160,631
	Magna Intl Inc	Common Stock - 1,200 Shares	57,539	96,060
	Mantech International Corp	Common Stock - 2,400 Shares	47,958	59,880
	Manufacturers Services LTD	Common Stock - 14,700 Shares	76,075	89,376
	Manugistics Group Inc.	Common Stock - 10,200 Shares	55,111	63,750
	Massey Energy Co.	Common Stock - 1,800 Shares	29,642	37,440
	Maverick Tube Corp.	Common Stock - 2,400 Shares	48,705	46,200
	May Dept Stores Co	Common Stock - 6,500 Shares	192,271	188,955
	MBIA Inc.	Common Stock - 6,860 Shares	324,867	407,690
	MBNA Corp.	Common Stock - 1,700 Shares	42,252	42,475
	McData Corp.	Common Stock - 6,500 Shares	64,153	61,945
	Meadwestvaco Corp	Common Stock - 11,000 Shares	292,333	327,250
	Medco Health Solutions Inc.	Common Stock - 4,560 Shares	111,475	154,994
	Medicines Company	Common Stock - 2,050 Shares	40,745	60,393
	Medtronic Inc.	Common Stock - 5,200 Shares	237,999	253,149
	Mellon Financial Corp.	Common Stock - 3,000 Shares	88,285	96,330
	Mentor Graphics Corp.	Common Stock - 3,000 Shares	46,181	43,620
	Mercantile Bank Corp.	Common Stock - 1,200 Shares	40,039	43,800
	Merck & Co. Inc.	Common Stock - 1,500 Shares	67,549	69,300
	MetLife Inc	Common Stock - 10,300 Shares	236,566	346,801
	Microsoft	Common Stock - 10,900 Shares	283,288	300,186
	Millennium Chemicals Inc	Common Stock - 4,200 Shares	88,661	53,256
	Mondavi Corp.	Common Stock - 1,000 Shares	34,866	38,840
	MPS Group Inc.	Common Stock - 6,520 Shares	51,418	60,962
	MSC Industrial Direct Co.	Common Stock - 6,900 Shares	147,065	189,750
	Mykrolis Corp.	Common Stock - 15,120 Shares	114,891	243,130
	National City Corp	Common Stock - 8,300 Shares	216,588	281,702
	Navigant Consulting Inc.	Common Stock - 4,500 Shares	63,236	84,870
	NBTY Inc.	Common Stock - 2,700 Shares	58,678	72,522
	Nektar Therapeutics	Common Stock - 5,700 Shares	61,736	77,577
	Netscreen Technologies Inc.	Common Stock - 2,600 Shares	64,357	64,350
	Network Associates Inc.	Common Stock - 6,700 Shares	103,120	100,768
	New York Community Bancorp Inc	Common Stock - 2,466 Shares	51,713	93,831
	Nicor Inc	Common Stock - 3,150 Shares	87,891	108,691
	Norfolk Southern Corp	Common Stock - 21,700 Shares	447,623	513,205
	Nortel Networks Corp	Common Stock - 52,900 Shares	87,996	223,767
	Northrop Grumman Corp.	Common Stock - 900 Shares	81,112	86,040
	NPS Pharmaceuticals Inc	Common Stock - 2,000 Shares	45,773	61,480
	Nu Skin Enterprises Inc.	Common Stock - 6,500 Shares	81,451	111,085
	Occidental Pete Corp Del	Common Stock - 16,700 Shares	411,563	709,152
	Orthofix International	Common Stock - 2,700 Shares	89,325	132,246
	Owens Illinois Inc	Common Stock - 7,500 Shares	174,658	89,175

**THE LUBRIZOL CORPORATION EMPLOYEES'  
PROFIT SHARING AND SAVINGS PLAN**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
EIN 34-0367600—PLAN NO. 003  
DECEMBER 31, 2003**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Common Stock (Continued):			
	Packeteer Inc.	Common Stock - 3,900 Shares	69,969	66,222
	Pall Corp	Common Stock - 10,010 Shares	170,491	268,568
	Panera Bread Co	Common Stock - 1,200 Shares	44,523	47,436
	Parametric Technology Corp	Common Stock - 89,290 Shares	176,012	347,863
	Partnerre LTD.	Common Stock - 2,000 Shares	107,185	116,100
	Patina Oil & Gas Corp	Common Stock - 975 Shares	29,093	47,843
	Patterson Energy Inc	Common Stock - 3,100 Shares	86,457	102,032
	Pentair Inc.	Common Stock - 400 Shares	16,200	18,280
	PepsiAmericas Inc	Common Stock - 6,600 Shares	90,604	112,992
	Pepsico Inc.	Common Stock - 5,200 Shares	248,175	243,256
	Pfizer	Common Stock - 14,290 Shares	465,731	504,866
	Pharmaceutical Resources Inc	Common Stock - 700 Shares	42,648	45,605
	PNC Financial Services	Common Stock - 3,400 Shares	180,901	186,082
	PPL Corp.	Common Stock - 5,500 Shares	169,394	242,743
	Principal Financial Group	Common Stock - 3,910 Shares	106,744	129,304
	Proctor & Gamble	Common Stock - 1,700 Shares	164,152	169,796
	Progress Energy Inc.	Common Stock - 4,800 Shares	210,145	217,248
	Quanta Sevcies Inc.	Common Stock - 6,500 Shares	56,840	47,450
	Quicksilver Resources Inc	Common Stock - 1,400 Shares	33,362	45,220
	Qwest Communications Intl Inc.	Common Stock - 49,300 Shares	515,863	212,976
	Rare Hospitality Intl. Inc.	Common Stock - 2,800 Shares	62,789	68,432
	Raymond James Financial Inc.	Common Stock - 1,700 Shares	66,258	64,252
	Respironics Inc	Common Stock - 2,700 Shares	86,836	121,743
	Ruby Tuesday Inc	Common Stock - 2,300 Shares	49,582	65,527
	Safeway Inc.	Common Stock - 15,300 Shares	304,033	335,223
	Sara Lee Corp.	Common Stock - 4,000 Shares	78,770	86,840
	Scansoft Inc.	Common Stock - 7,200 Shares	35,384	38,304
	Schlumberger LTD	Common Stock - 2,100 Shares	97,215	115,306
	Scientific Atlanta Inc.	Common Stock - 1,450 Shares	18,934	39,585
	Scottish Re Group LTD.	Common Stock - 2,200 Shares	47,924	45,716
	SCS Transportation Inc.	Common Stock - 4,000 Shares	53,203	70,320
	Sears Roebuck & Co	Common Stock - 3,200 Shares	91,780	146,304
	Select Medical Corp	Common Stock - 9,000 Shares	59,415	146,520
	Sempra Energy	Common Stock - 9,500 Shares	179,732	287,945
	SI International Inc.	Common Stock - 4,900 Shares	82,156	95,795
	SM&A	Common Stock - 3,400 Shares	41,031	39,780
	Smurfit Stone Container Corp	Common Stock - 14,700 Shares	213,753	272,979
	Snap On Inc	Common Stock - 7,790 Shares	183,273	251,150
	Soletron Corp	Common Stock - 31,989 Shares	259,729	189,055
	Southern Co.	Common Stock - 7,100 Shares	208,906	214,775
	Southwest Bancorporation Tex	Common Stock - 950 Shares	26,538	36,908
	Sprint Corp	Common Stock - 10,800 Shares	133,058	177,336
	Sprint Corp PCS Group	Common Stock - 22,300 Shares	131,525	125,326
	Staples Inc.	Common Stock - 900 Shares	24,004	24,570
	Steelcase Inc	Common Stock - 20,090 Shares	200,683	289,697
	Steris Corp.	Common Stock - 2,900 Shares	63,310	65,540
	Sunopta Inc.	Common Stock - 7,800 Shares	70,037	71,994
	Supervalu Inc.	Common Stock - 4,600 Shares	92,156	131,514
	Sycamore Networks Inc.	Common Stock - 12,050 Shares	52,995	63,142
	Sylvan Learning Systems Inc.	Common Stock - 2,900 Shares	81,746	83,491

(Continued)



**THE LUBRIZOL CORPORATION EMPLOYEES'  
PROFIT SHARING AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
EIN 34-0367600—PLAN NO. 003  
DECEMBER 31, 2003

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Common Stock (Continued):			
	Tech Data Corp	Common Stock - 2,600 Shares	73,361	103,194
	Tellabs Inc.	Common Stock - 12,600 Shares	165,941	106,218
	Tennant Co	Common Stock - 3,120 Shares	98,016	135,096
	Textron Inc.	Common Stock - 6,800 Shares	262,490	390,218
	Therasense Inc.	Common Stock - 1,800 Shares	20,420	36,540
	Thomas & Betts Corp	Common Stock - 4,900 Shares	145,514	112,161
	Tiffany & Co.	Common Stock - 900 Shares	42,200	40,730
	Time Warner Inc.	Common Stock - 9,600 Shares	149,564	172,704
	Tommy Hilfiger Corp.	Common Stock - 16,130 Shares	126,045	238,885
	Torchmark Corp	Common Stock - 2,000 Shares	85,240	91,080
	Transocean Sedco	Common Stock - 4,000 Shares	75,302	96,040
	Travelers Property Casualty Corp.	Common Stock - 4,000 Shares	64,650	67,120
	Triad Guaranty Inc.	Common Stock - 800 Shares	35,198	40,280
	Triad Hospitals Inc.	Common Stock - 1,850 Shares	43,495	61,550
	Unisys Corp.	Common Stock - 1,000 Shares	15,601	14,850
	United Defense Industries Inc.	Common Stock - 1,350 Shares	33,383	43,038
	Unocal Corp.	Common Stock - 1,800 Shares	56,830	66,294
	Unumprovident Corp	Common Stock - 12,580 Shares	186,010	198,387
	V F Corp	Common Stock - 4,200 Shares	99,916	181,608
	Valero Energy Corporation	Common Stock - 2,600 Shares	69,593	120,484
	VCA Antech Inc.	Common Stock - 2,950 Shares	45,392	91,391
	Verisign Inc	Common Stock - 5,550 Shares	65,434	90,465
	Viacom Inc.	Common Stock - 2,200 Shares	87,686	97,762
	Viad Corp	Common Stock - 11,220 Shares	227,786	281,532
	Vicuron Pharmaceuticals Inc.	Common Stock - 3,300 Shares	47,595	61,545
	Vodafone Group PLC	Common Stock - 3,600 Shares	75,114	90,144
	Wabtec Corp	Common Stock - 3,000 Shares	44,644	51,120
	Wachovia Corp	Common Stock - 9,400 Shares	273,547	437,946
	Walmart	Common Stock - 3,000 Shares	165,030	159,420
	Washington Mut Inc.	Common Stock - 5,100 Shares	186,949	204,612
	Waste Management Inc.	Common Stock - 2,500 Shares	65,904	74,000
	Wendys Intl Inc	Common Stock - 3,530 Shares	108,739	138,517
	Western Gas Resources Inc	Common Stock - 1,000 Shares	38,617	47,300
	Whirlpool Corp	Common Stock - 5,700 Shares	350,698	414,105
	Wisconsin Energy Corp	Common Stock - 6,000 Shares	154,893	200,700
	Wyeth	Common Stock - 8,400 Shares	380,335	356,580
	XL Capital LTD.	Common Stock - 900 Shares	65,507	70,083
	Yankee Candle Co.	Common Stock - 6,750 Shares	170,964	184,478
	Zale Corp	Common Stock - 6,650 Shares	200,135	353,780
	Zoran Corp.	Common Stock - 6,400 Shares	113,026	111,296
	Total Common Stock		35,233,988	42,356,549

**THE LUBRIZOL CORPORATION EMPLOYEES'  
PROFIT SHARING AND SAVINGS PLAN**

**SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**EIN 34-0367600—PLAN NO. 003**

**DECEMBER 31, 2003**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
<b>Short-Term Investments:</b>				
	State Street Bank & Trust Company	State Street Short Term Fund	848,110	848,718
	State Street Bank & Trust Company	State Street Short Term Fund - Bernstein	413,827	405,745
	State Street Bank & Trust Company	State Street Short Term Fund - Cook & Bieler	82,677	78,617
	State Street Bank & Trust Company	State Street Short Term Fund - Stralem	158,149	156,089
	State Street Bank & Trust Company	State Street Short Term Fund - Boston Company	81,244	76,859
	State Street Bank & Trust Company	State Street Short Term Fund - Victory	18,618	15,969
	Total Short-Term Investments		<u>1,602,625</u>	<u>1,581,997</u>
	Total General Fund		<u>105,485,444</u>	<u>118,969,673</u>
<b>Profit Sharing Lubrizol Stock Fund:</b>				
*	The Lubrizol Corporation	Common Stock - 366,666 Shares	10,904,900	11,925,339
*	State Street Bank & Trust Company	State Street Short Term Fund	145,185	145,185
	Total Company Stock Fund		<u>11,050,085</u>	<u>12,070,524</u>
<b>Fixed Income Fund:</b>				
	Metropolitan Life Insurance Co.	Intermediate Duration Fund	54,972,388	57,282,687
	Metropolitan Life Insurance Co.	Group Annuity Contract (GA 24505)		2,654,616
	Total Synthetic Investment Contracts		<u>54,972,388</u>	<u>59,937,303</u>
<b>Balanced Fund—</b>				
	American Funds Group	American Balanced Fund Inc - 1,301,960 Units	<u>20,370,970</u>	<u>22,510,887</u>
<b>Equity Index Fund—</b>				
*	State Street Bank & Trust Company	SSgA S&P 500 Index Fund - 3,766,966 Units	<u>39,133,222</u>	<u>49,460,259</u>
<b>International Equity Fund—</b>				
	American Funds Group	American Europacific Growth Fund - 542,750 Units	<u>15,482,892</u>	<u>16,396,467</u>
<b>Company Common Stock Fund:</b>				
*	The Lubrizol Corporation	Common Stock - 1,374,110 Shares	42,102,360	44,684,652
*	State Street Bank & Trust Company	State Street Short Term Fund	627,020	627,020
	Total Company Common Stock Fund		<u>42,729,380</u>	<u>45,311,672</u>
<b>Equity Growth Fund—</b>				
	LM Advisors	Legg Mason Value Trust Fund - 338,219 Shares	<u>19,536,094</u>	<u>21,081,203</u>
<b>Small-Mid Cap Growth Fund—</b>				
	Franklin	Franklin Small-Mid Cap Growth Fund - 406,875 Units	<u>13,216,272</u>	<u>12,295,762</u>
<b>Mid Cap Value Fund—</b>				
	JP Morgan	JP Morgan Mid Cap Value Fund - 625,411 Units	<u>11,645,147</u>	<u>11,645,147</u>

(Continued)

**THE LUBRIZOL CORPORATION EMPLOYEES'  
PROFIT SHARING AND SAVINGS PLAN**

SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN 34-0367600—PLAN NO. 003

DECEMBER 31, 2003

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	<b>Value Fund—</b>			
*	MFS	MFS Value Fund - 151,375 Units	<u>2,640,369</u>	<u>3,078,974</u>
	<b>Core Bond Fund—</b>			
	Bank One	One Group Bond Fund - 535,769 Units	<u>5,895,548</u>	<u>5,866,271</u>
	<b>Participant Loan Fund—</b>			
*	Loans to Participants	Various participant loans with interest rates ranging from 5.00% to 10.00%	<u>5,778,771</u>	<u>5,778,771</u>
<b>TOTAL ASSETS HELD FOR INVESTMENT PURPOSES</b>			<u><u>\$347,936,582</u></u>	<u><u>\$384,402,913</u></u>

\* Indicates a party-in-interest to the Plan.

(Concluded)

**THE LUBRIZOL CORPORATION EMPLOYEES'  
PROFIT SHARING AND SAVINGS PLAN**

**SCHEDULE H, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS**

**EIN 34-0367600—PLAN NO. 003**

**YEAR ENDED DECEMBER 31, 2003**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred With Transaction	Cost of Assets	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<i>Single Transactions:</i>								
State Street Bank & Trust Co.	SSgA S&P 500 Index Fund	\$ 33,963,608		N/A	None	\$ 33,963,608	\$ 33,963,608	N/A
Key Trust Company of Ohio, N.A.	Victory DCS Equity Index Fund		\$ 33,718,834	N/A	None	\$ 30,057,867	\$ 33,718,834	\$ 3,660,967
<i>Series of Transactions:</i>								
The Lubrizol Corporation	Common Stock	25,416,664		N/A	\$ 24,905	25,441,569	25,441,569	N/A
The Lubrizol Corporation	Common Stock		30,601,036	N/A	30,909	28,967,647	30,570,127	1,602,480
State Street Bank & Trust Company	State Street Short Term Investment Fund	107,383,138		N/A	None	107,383,138	107,383,138	N/A
State Street Bank & Trust Company	State Street Short Term Investment Fund		105,008,309	N/A	None	105,008,309	105,008,309	None
PIMCO Funds	Total Return Fund	14,151,255		N/A	None	14,151,255	14,151,255	N/A
PIMCO Funds	Total Return Fund		10,896,098	N/A	None	10,580,074	10,896,098	316,024

NOTE - Reportable transactions are non-participant directed single transactions or a series of non-participant directed transactions in the same issue that, when aggregated, are in excess of 5% of the current value of plan assets at the beginning of the plan year.

28 of 28